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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

BEAR ISLAND PAPER COMPANY, L.L.C.,¹

Debtor.

)
) Chapter 11
)
) Case No. 10-31202 (DOT)
)
)
)
)

**AMENDED NOTICE OF HEARINGS ON PROPOSED SALE OF SUBSTANTIALLY
ALL ASSETS**

PLEASE TAKE NOTICE that Bear Island Paper Company, L.L.C. (“Bear Island” or the “Debtor”) filed a voluntary petition for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Court”) on February 24, 2010.

PLEASE TAKE FURTHER NOTICE that on August 10, 2010, in connection with the proposed sale of substantially all the WB Group’s² assets (the “Assets”) to BD White Birch Investment LLC (the “Purchaser”), pursuant to the terms of that certain Asset Sale Agreement, dated as of August 10, 2010 (the “Sale Agreement”), the Debtor filed a motion (the “Sale Motion”) seeking, among other things, the entry of orders approving: (a) the form of the Sale Agreement; (b) the bidding procedures for the proposed sale of all or any portion of the Assets (the “Bidding Procedures”); (c) the notice (this “Sale Notice”) establishing the date, time and place of the auction (the “Auction”) and sale hearing (the “Sale Hearing”); (d) a process to (i) determine those executory contracts and unexpired leases to be assumed and assigned in

¹ The last four digits of the Debtor’s federal tax identification number are 0914. The principal address for the Debtor is 10026 Old Ridge Road, Ashland, Virginia 23005.

² The WB Group consists of (a) White Birch Paper Company, (b) Stadacona General Partner Inc., (c) Stadacona Limited Partnership, (d) F.F. Soucy General Partner Inc., (e) Arrimage De Gros Cacouna Inc., (f) Papier Masson Ltee, (g) F.F. Soucy Limited Partnership, (h) F.F. Soucy Inc. & Partners, Limited Partnership and (i) Bear Island (collectively, the “Sellers”).

connection with the Sale (as defined below), as well as the amount of any related cure obligations required to be satisfied in accordance with section 365 of the Bankruptcy Code and (ii) establish objection procedures for the counterparties to such contracts and leases (collectively, the “Assumption Procedures”), including the notice of executory contracts and unexpired leases to be assumed and assigned (the “Assumption Notice”); (e) the sale of all or any portion of the Assets free and clear of liens, claims, encumbrances and interests (the “Sale”); and (f) the assumption and assignment of certain executory contracts and unexpired leases in connection with the Sale.

YOUR RIGHTS MAY BE AFFECTED. YOU SHOULD READ THESE PAPERS CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY, IF YOU HAVE ONE IN THIS CASE. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

A. Objection Deadline and Hearing on the Proposed Bidding Procedures Order

On **August 31, 2010 at 2:00 p.m. (prevailing Eastern Time)**, a hearing to consider the *Order Approving the (A) Form of the Sale Agreement, (B) Bidding Procedures, (C) Sale Notice and (D) Assumption Procedures and Assumption Notice* (the “Bidding Procedures Order”) will be held before the Honorable Kevin D. Huennekens in Courtroom 5000 of the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Richmond, Virginia 23219.

If you have an objection to the Bidding Procedures Order, it must (a) be in writing (b) set forth the nature of the objector’s claims against or interests in the Debtor’s estate, (c) set forth the basis for the objection and the specific grounds therefor, (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Eastern District of Virginia and (e) be filed with the Court and served upon the following parties (the “Notice Parties”) so as to be **actually received** on or before **5:00 p.m. Eastern Time on August 25, 2010** (the “Bidding Procedures Objection Deadline”).

KIRKLAND & ELLIS LLP Attn.: Christopher J. Marcus 601 Lexington Avenue New York, New York 10022 <i>Counsel to the Debtor</i>
TROUTMAN SANDERS LLP Attn.: Jonathan L. Hauser 222 Central Park Avenue Suite 2000 Virginia Beach, Virginia 23462 <i>Co-counsel to the Debtor</i>

<p>SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Attn.: Kimberly A. deBeers 155 North Wacker Drive Suite 2700 Chicago, Illinois 60606</p> <p><i>Counsel to Purchaser</i></p>
<p>LATHAM & WATKINS LLP Attn.: Keith A. Simon 885 Third Avenue New York, New York 10022</p> <p><i>Counsel to the Postpetition Agent (as defined in the DIP Order)</i></p>
<p>HUNTON & WILLIAMS LLP Attn.: Benjamin C. Ackerly Riverfront Plaza, East Tower 951 East Byrd Street Richmond, Virginia 23219</p> <p><i>Counsel to the Official Committee of Unsecured Creditors</i></p>
<p>OFFICE OF THE UNITED STATES TRUSTEE FOR THE EASTERN DISTRICT OF VIRGINIA Attn.: Robert B. Van Arsdale 701 East Broad Street, Suite 4304 Richmond, Virginia 23219</p>

ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE BIDDING PROCEDURES ORDER ON OR BEFORE THE BIDDING PROCEDURES OBJECTION DEADLINE AND IN ACCORDANCE WITH THE REQUIREMENTS REFERENCED ABOVE SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE BIDDING PROCEDURES AND BIDDING PROCEDURES ORDER.

B. Submission of Qualified Bids for Auction

In the event you would like to participate in the Auction, the proposed Bidding Procedures, attached as **Exhibit 2** to the Bidding Procedures Order, set forth, in detail, the requirements for submitting a “Qualified Bid.” Any person interested in making an offer to purchase the Assets must comply with the proposed Bidding Procedures. **Only Qualified Bids will be considered during the Auction.**

If you are interested in making an offer to purchase the Assets, please contact: Lazard Middle Market LLC, 10 South Wacker Drive, 33rd Floor, Chicago, Illinois 60606, Attn.: Craig Korte, craig.korte@lazardmm.com. The deadline to submit a Qualified Bid is **5:00 p.m. (prevailing Eastern Time) on September 3, 2010.**

C. Auction

The Purchaser submitted a Qualified Bid for the Assets. If the Sellers receive any other Qualified Bids within the requirements and time frame specified in the proposed Bidding

Procedures, the Sellers will conduct the Auction at the offices of Kirkland & Ellis, 601 Lexington Avenue, New York, New York 10022, beginning at **1:00 p.m. (prevailing Eastern Time) on September 7, 2010.**

D. Objection Deadline and Sale Hearing

On **September 15, 2010 at 2:00 p.m. (prevailing Eastern Time)**, a hearing to consider the *Order (A) Authorizing and Approving the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of the Assigned Contracts and (C) Granting Related Relief* (the “Sale Order”) will be held before the Honorable Douglas O. Tice in Courtroom 5100 of the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Richmond, Virginia 23219.

If you have an objection to the Sale Order, it must (a) be in writing (b) set forth the nature of the objector’s claims against or interests in the Debtor’s estate, (c) set forth the basis for the objection and the specific grounds therefor, (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Eastern District of Virginia and (e) be filed with the Court and served upon the Notice Parties so as to be **actually received** by **5:00 p.m. (prevailing Eastern Time) on September 10, 2010** (the “Sale Objection Deadline”).

ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE SALE ORDER ON OR BEFORE THE SALE OBJECTION DEADLINE AND IN ACCORDANCE WITH THE REQUIREMENTS REFERENCED ABOVE SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS EFFECTED THEREUNDER.

E. Assumption and Assignment of Certain Executory Contracts and Unexpired Leases

The Sale contemplates the assumption and assignment of certain executory contracts (the “Contracts”) and unexpired leases (the “Leases”). In connection with the assumption and assignment of the Contracts and Leases, Bear Island has proposed implementing the Assumption Procedures, as provided for in the Sale Motion. The Assumption Procedures provide that notice will be served to each known counterparty to Bear Island’s executory contracts and unexpired leases and govern the manner in which such counterparties may object to the assumption and assignment of the Contracts and Leases, including the cure amount proposed in connection therewith.

Bear Island will seek approval of the Assumption Procedures, as set forth in the Bidding Procedures Order, at a hearing held on **August 31, 2010 at 2:00 p.m. (prevailing Eastern Time)** before the Honorable Kevin D. Huennekens in Courtroom 5000 of the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Richmond, Virginia 23219. If you have an objection to the Assumption Procedures, it must (a) be in writing (b) set forth the nature of the objector’s claims against or interests in Debtor’s estate, (c) set forth the basis for the objection and the specific grounds therefor, (d) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Eastern District of Virginia and (e) be filed with the Court and served upon the Notice Parties so as to be **actually received** on or before **5:00 p.m. (prevailing Eastern Time) on August 25, 2010** (the “Assumption Procedures Objection Deadline”).

ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE ASSUMPTION PROCEDURES ON OR BEFORE THE ASSUMPTION PROCEDURES OBJECTION DEADLINE AND IN ACCORDANCE WITH THE REQUIREMENTS REFERENCED ABOVE SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE ASSUMPTION PROCEDURES.

F. Obtaining Additional Information

Additional copies of the Sale Motion and related exhibits thereto including, among other things, (a) the proposed Bidding Procedures Order, (b) the proposed Bidding Procedures, (c) the Sale Agreement, (d) the Sale Order and any other related documents are available (x) on the Court's website, www.vaeb.uscourts.gov, (y) upon request to the Debtor's claims and noticing agent, The Garden City Group, Inc., by calling (866) 975-1534 or (z) by visiting the Debtor's case website, available at www.gardencitygroup.com/cases/bip.

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Pursuant to Local Bankruptcy Rule 9013-1, if you or your attorney do not take the steps outlined in this Sale Notice, the Court may decide that you do not oppose the relief sought in the Bidding Procedures Order and Sale Order and may grant the relief requested therein.

BEAR ISLAND PAPER COMPANY, L.L.C.

Dated: August 20, 2010
Richmond, Virginia

By: /s/ Jonathan L. Hauser
Of Counsel

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CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing pleading was sent either electronically or by overnight mail, postage prepaid, this 20th day of August, 2010, to all necessary parties.

/s/ Jonathan L. Hauser